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STATE OF NORTH CAROLINA



DORRIS A. FRY
Department of The
Secretary of State
REGISTRY OF DEEDS
WAKE COUNTY, N.C.

To all whom these presents shall come, Greeting:

I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

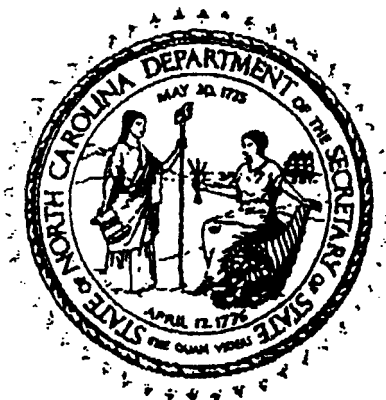
OF

RESORT RODANTHE HOMEOWNERS ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 21st day of April 1989, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 21st day of April in the year of our Lord 1989.



Rufus L. Edmisten

Secretary of State

ARTICLES OF INCORPORATION

OF

RESORT RODANTHE HOMEOWNERS ASSOCIATION, INC.

I, the undersigned, a natural person of the age of eighteen years or more do hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit corporation under and by virtue of the Laws of the State of North Carolina, and as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act" and the several amendments thereto, and to that end hereby set forth:

DOCUMENT #453361
DATE 04/21/89 TIME 10:10
FILED
HONORABLE MISTEN
SECRETARY OF STATE
NORTH CAROLINA

ARTICLE I

The name of the corporation is RESORT RODANTHE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

A. The operation and management of condominium townhouse building known as RESORT RODANTHE CONDOMINIUM which shall be established in accordance with Chapter 47C of the General Statutes of North Carolina Unit Ownership Act and to that end shall have power and authority;

(i) To undertake the performance of, and carry out the acts and duties incident to the administration of RESORT RODANTHE CONDOMINIUM in accordance with the terms, provisions, conditions and authorization contained in these Articles and in the Declaration which shall be recorded in the Public Records of Dare County, North Carolina;

(ii) To make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements, limited common elements, condominium property and real and personal property which may be owned by the Association itself;

(iii) To make, levy and collect assessments against condominium unit owners; to provide the funds to pay for common expenses of the condominium as provided in the condominium documents and the Unit Ownership Act, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association;

(iv) To maintain, repair, replace and operate the condominium property, specifically including all portions of the condominium property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the condominium documents and the Unit Ownership Act;

(v) To reconstruct improvements within the condominium property in the event of casualty or other loss;

(vi) To enforce by any legal means, the provisions of the condominium documents, including the Declaration, these Articles, the By-Laws of the Association, and the rules and regulations for use of the condominium property;

(vii) To contract for the management of the Condominium and to delegate to such manager or managers all powers and

duties of the Association except ~~those~~ ⁶⁵³⁸⁰¹⁸⁹ powers and duties which are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.

B. The Association shall have all the common law and statutory powers of the non-profit corporation which are not in conflict with the terms of the Declaration and the Condominium Association under and pursuant to the Unit Ownership Act, including all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE IV

MEMBERSHIP

A. The membership of RESORT RODANTHE HOMEOWNERS ASSOCIATION, INC., shall consist of all of the owners of the condominium units in RESORT RODANTHE CONDOMINIUM. Membership shall be established by acquisition of fee title to a condominium unit in RESORT RODANTHE CONDOMINIUM, whether by conveyance, devise, or judicial decree. A new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the condominium unit designated shall be terminated. Each new owner shall deliver to the Association a true copy of such deed or instrument of acquisition of title.

B. The share of a member in the funds and assets of the Corporation, and membership in the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a condominium unit.

C. There shall be one class of membership in RESORT RODANTHE HOMEOWNERS ASSOCIATION, INC., which shall consist of members owning the condominium units in RESORT RODANTHE CONDOMINIUM.

ARTICLE V

DIRECTORS

A. The number of Directors and the method of election of the Directors shall be fixed by the By-Laws; however, the number of Directors shall not be less than three.

B. The number of Directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as the first Board of Directors are:

NAME	ADDRESS
William E. Kelly	Route 1, Box 242 Captain's Hill Ocean Hill, MD 21842
James R. Kelly, Jr.	S-3H 1605 US Highway #1 Jupiter, FL 33477
David L. Perrot	3608 N. Croatan Hwy. Kitty Hawk, NC 27949

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is 3608 North Croatan Highway, Kitty Hawk, Dare County, NC 27949. The name of the initial registered agent at such address is: David L. Perrot.

ARTICLE VII

TAX AGENT

The corporation shall have all the powers granted non-profit corporations under the laws of the State of North Carolina. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code. It is further provided that no distributions of income of the corporation are to be made to members, directors or officers of the corporation provided, however, that members of the corporation may receive a rebate of any excess dues and assessments.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: G. Irvin Aldridge, Post Office Box 339, Manteo, Dare County, N.C. 27954.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this the 19th day of April, 1989.

G. Irvin Aldridge (SEAL)
G. Irvin Aldridge

NORTH CAROLINA
DARE COUNTY

This is to certify that on the 19th day of April, 1989, before me, the undersigned Notary Public, personally appeared G. IRVIN ALDRIDGE, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I have first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and notarial seal this the 19th day of April, 1989.

Sally M. Bridgewater
Notary Public

10-3-93
My Commission Expires

SEAL/STAMP